



บริษัท อาร์ ซี แอล จำกัด (มหาชน) Regional Container Lines Public Company Limited

Nomination, Corporate Governance and Sustainability Committee Charter

Regional Container Lines Public Company Limited

1. Objective

In compliance with the good corporate governance policy of the Company and the SET-guide lined principles of good corporate governance for listed companies governing the nomination and remuneration of the Company's directors, and senior management based on transparency and fairness to the stakeholders as well as enhancing the operational efficiency of the Company, including good corporate governance and sustainable development, the Board of Directors has appointed the Nomination, Corporate Governance and Sustainability Committee with the key role to discharge the responsibilities of the Board and the shareholders in the appointment of the Company's directors, independent directors, Board's sub-committees; reviewing and recommending the compensation paid to the Company's directors, sub-committees, and senior management. The Nomination, Corporate Governance and Sustainability Committee shall establish the criteria and method for the nomination and remuneration to propose to the Shareholders' Meeting and / or the Meeting of the Board of Directors for consideration as the case may be.

2. Definition

In this Charter

"Company"	means	Regional Container Lines Public Company Limited
"Board of Directors"	means	The Board of Directors of Regional Container Lines Public Company Limited
"Senior Management"	means	President, Managing Director, Executive Director, Group Management Committee

3. Composition and Qualifications

- 3.1 Board of Directors appoints the Nomination, Corporate Governance and Sustainability Committee comprising the minimum number of 3 but not more than 4 members. All members shall be independent and non-executive directors;
- 3.2 Board of Directors appoints Chairman of the Nomination, Corporate Governance and Sustainability Committee;
- 3.3 Nomination, Corporate Governance and Sustainability Committee proposes to the Board of Directors to appoint Secretary to the Nomination, Corporate Governance and Sustainability Committee.

4. Term of Office and Remuneration

- 4.1 Nomination, Corporate Governance and Sustainability Committee shall hold 3 years (three) term.
- 4.2 Apart from retirement upon the expiration of the term of office, the Committee member shall be vacated upon
 - (a) death;
 - (b) resignation;
 - (c) lack of qualifications or possession of prohibited characteristics as prescribed in the Public Limited Act and / or the Securities and Exchange Act and / or the regulations set by Securities and Exchange Commission;
 - (d) lack of qualifications for being independent or non-executive directors.

5. Duties and Responsibilities

5.1 Nomination

- 5.1.1 Consider and propose the criteria and method for the nomination of the Company's director, Board's sub-committees and senior management;



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- 5.1.2 Recruit, select and nominate the qualified persons to be appointed the Company's directors, Board's sub-committees and senior management and propose to the Board of Directors for consideration;
- 5.1.3 Consider and propose the criteria and method for the performance evaluation of the Company's directors, CEO / President / Managing Director.
- 5.2 Remuneration
 - 5.2.1 Consider and propose the criteria and method for the remuneration of the Company's directors, Board's sub-committees, and senior management.
 - 5.2.2 Review the policy and structure for the remuneration of the Company's directors, Board's sub-committees, and senior management to align with the prevailing of the Company and industry group and propose to the Board of Directors for consideration.
- 5.3 Corporate Governance
 - 5.3.1 Establish Corporate Governance Policy
 - 5.3.2 Consider and establish the Code of Conduct
 - 5.3.3 Ensure that a proper anti-corruption policy is in place and support the business operation
- 5.4 Sustainability
 - 5.4.1 Suggest and develop sustainability policy
 - 5.4.2 Encourage knowledge and understanding of sustainability in the organization
 - 5.4.3 Give advice and encourage to establish of policy principles to align with principle of sustainability development
- 6. Meeting**
 - 6.1 Nomination, Corporate Governance and Sustainability Committee shall meet at least 3 (three) times each year;
 - 6.2 In each meeting, the attendees must exceed half of the total number of the Committee members to constitute a quorum;
 - 6.3 Nomination, Corporate Governance and Sustainability Committee shall pass a resolution on majority of the Committee members attending the Meeting and forming the quorum. The member having interest in any motion shall not attend or involve in the decision process.
 - 6.4 Nomination, Corporate Governance and Sustainability Committee may invite any persons to attend the meetings and may take such independent advices as deemed necessary
- 7. Reporting**

Nomination, Corporate Governance and Sustainability Committee shall report its performance to the Board of Directors and to the shareholders in the Annual Report of the Company.
- 8. Transitory provisions**

Cancel the Nomination and Remuneration Committee Charter approved by the Board of Directors' Meeting No. 7/2011 on September 13, 2011 and using this Charter instead.

This Charter is approved by the Board of Directors at its Meeting No. 7/2023 held on November 10, 2023 and takes effect as from this date thereof.

-Signed-

(Dr. Jamlong Atikul)
Chairman of the Board of Directors
Regional Container Lines Public Company Limited